

EXHIBIT A

SHEARMAN & STERLING LLP

599 LEXINGTON AVENUE | NEW YORK | NY | 10022-6069
WWW.SHEARMAN.COM | T +1.212.848.4000 | F +1.646.848.7179

fsosnick@shearman.com
212-848-8571

May 16, 2013

Via Email lnashelsky@mofo.com; tgoren@mofo.com

Larren M. Nashelsky
Morrison & Foerster, LLP
1290 Avenue of the Americas
New York, NY 10104

Todd M. Goren
Morrison & Foerster, LLP
1290 Avenue of the Americas
New York, NY 10104

In re: Residential Capital, LLC, et al., Bankr. S.D.N.Y. Case No. 12-12020 (MG)
Invoice for Citibank, N.A. Legal Expenses

Gentlemen:

Enclosed please find our statement for legal fees and expenses incurred in connection with our representation of Citibank, N.A. through April 30, 2013, with respect to the chapter 11 proceedings of Residential Capital, LLC and its affiliates.

Please note that, because of the unavoidable delay in the posting of some disbursements, especially those relating to third-party vendors, there may be disbursements that were incurred during this billing cycle that are not reflected in this billing statement but will appear in subsequent billing statements. Likewise, there may appear in this statement, disbursements that were actually incurred in prior billing periods.

If there are any questions concerning this statement, please do not hesitate to call me at the above number. Otherwise, in accordance with Paragraph 11 of the Final Order (I) Authorizing Use of Cash Collateral, (II) Granting Adequate Protection and (III) Modifying the Automatic Stay in the above-referenced chapter 11 case, please arrange for the Debtors to pay this invoice or any portion of the invoice not subject to an objection by the Debtors or any of the other Fee Notice

ABU DHABI | BEIJING | BRUSSELS | DÜSSELDORF | FRANKFURT | HONG KONG | LONDON | MILAN | MUNICH | NEW YORK
PALO ALTO | PARIS | ROME | SAN FRANCISCO | SÃO PAULO | SHANGHAI | SINGAPORE | TOKYO | TORONTO | WASHINGTON, DC

SHEARMAN & STERLING LLP IS A LIMITED LIABILITY PARTNERSHIP ORGANIZED IN THE UNITED STATES UNDER THE LAWS OF THE STATE OF DELAWARE, WHICH LAWS LIMIT THE PERSONAL LIABILITY OF PARTNERS.

Larren M. Nashelsky
Todd M. Goren
Page 2

May 16, 2013

Parties (as defined in the order) on July 6, 2012, the eleventh business day following receipt of the invoice by the Fee Notice Parties.

Very truly yours,



Fredric Sosnick

Attachment

cc: Fee Notice Parties:

Office of the United States Trustee

Tracy Hope Davis - tracy.davis2@usdoj.gov

Brian S. Masumoto - brian.masumoto@usdoj.gov

Linda Riffkin - linda.riffkin@usdoj.gov

Counsel to the Official Committee of Unsecured Creditors

Kramer Levin Naftalis & Frankel, LLP

Kenneth H. Eckstein - keckstein@kramerlevin.com

Thomas Moers Mayer - tmayer@kramerlevin.com

Douglas H. Mannal - dmannal@kramerlevin.com

Counsel to Barclays Bank, PLC, as DIP Lender

Skadden, Arps, Slate, Meagher & Flom LLP

Kenneth S. Ziman Ken.Ziman@skadden.com

Jonathan Hofer Jonathan.Hofer@skadden.com

Counsel to Ally Financial, Inc., as DIP Lender

Kirkland & Ellis LLP

Ray C. Schrock - ray.schrock@kirkland.com

Stephen E. Hessler - stephen.hessler@kirkland.com

Richard M. Cieri - richard.cieri@kirkland.com

SHEARMAN & STERLING LLP

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WWW.SHEARMAN.COM | T +1.212.848.4000 | F +1.212.848.7179

May 16, 2013

When remitting,
please reference:

00048-00657

Trevor Houston
Managing Director – IRM NA
Citigroup Global Markets Inc.
388 Greenwich Street
New York, NY 10013

Invoice Number: 5208826

FOR LEGAL SERVICES RENDERED in connection with ResCap chapter 11.

FEES	\$22,862.90
COSTS related thereto.....	\$593.13
TOTAL	<u>\$23,456.03</u>

PAYMENT INSTRUCTIONS

*Please return one remittance copy with your payment to the attention of the Financial Services Department.
For wire transfer payment, please send funds to:*

CitiPrivate Bank
153 East 53rd Street
New York, NY 10022
ABA #021000089

Shearman & Sterling LLP
General 1 Account
Account #09280096
SWIFT Code CITIUS33

*Please reference the client matter and invoice numbers on the electronic fund transfer.
Time and costs, if any, recorded after date of statement will appear on a subsequent statement
Tax Identification Number 13-5514352*

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 2

Account Number: 00048-00657
Invoice Number: 5208826

CITICORP FEES

<u>DATE</u>	<u>DESCRIPTION OF WORK DONE</u>	<u>ATTORNEY</u>	<u>RATE</u>	<u>HOURS</u>	<u>COST</u>
Period	Various	Sosnick, Fredric	1,204.00	1.40	1,685.60
Period	Various	Emrich, Edmund M.	959.00	13.10	12,562.90
Period	Various	Facundo, Richard	634.00	9.60	6,086.40
Period	Various	Park, Ji Hyun	584.00	3.70	2,160.80
Period	Various	Feliciano, Luis	204.00	1.50	306.00
Period	Various	Flores, Alfredo	204.00	0.30	61.20
TOTAL FEES					\$22,862.90
COSTS					<u>\$593.13</u>
(Itemized on the next page)					
TOTAL DUE					\$23,456.03

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 3

Account Number: 00048-00657
Invoice Number: 5208826

ATTACHMENT 2
(Continued)

Pro Forma Invoice For Legal Services

Citicorp Disbursements (Itemized)

<u>TYPE</u>	<u>DESCRIPTION</u>	<u>COST</u>
Inhouse Photocopies		28.07
Other Outside Services		565.06
TOTAL COSTS		<u>\$593.13</u>
TOTAL FEES AND COSTS		<u>\$23,456.03</u>

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 4

Account Number: 00048-00657
Invoice Number: 5208826

TIME DETAIL

RESCAP CHAPTER 11

DATE	TIMEKEEPER	DESCRIPTION	HOURS
04/01/2013	Sosnick, Fredric	Call with Citi regarding Ally request for transfer; emails regarding same.	0.50
04/01/2013	Emrich, Edmund M.	Conference call with Citibank regarding ResCap bank account issues; numerous follow-up e-mails & discussions regarding same with Hallett, Houston, Sosnick, Facundo, Cornejo & Fleming; reviewed relevant provisions of Cash Collateral Stipulation & Bank Accounts Order; further conference call & e-mails with Citibank regarding same.	1.70
04/01/2013	Facundo, Richard	Review of ResCap bankruptcy docket; Email to internal team regarding same; Discussion with E. Emrich regarding Ally request to release certain bank account; Review of Cash Management Motion regarding same; Discussion with E. Emrich regarding review of Cash Management Motion's list of bank accounts; Review, edit, and conduct further research into research outline regarding Citibank MSR facility recovery.	1.10
04/02/2013	Sosnick, Fredric	Meetings with Emrich regarding Canadian dollar accounts; meet with Emrich and Facundo regarding default interest.	0.60
04/02/2013	Emrich, Edmund M.	Worked on ResCap bank account issue, including e-mails & phone calls with Cornejo, Martin, Goren & Washburn, review of documents forwarded by Citibank & MoFo, discussion with Sosnick & follow-up e-mails with Washburn & Cornejo; reviewed Facundo's research memo regarding default interest issue; met with Facundo & Sosnick to discuss same; began reviewing cases forwarded by Facundo regarding same; reviewed Facundo memo regarding significant new filings.	3.40
04/02/2013	Facundo, Richard	Review of ResCap bankruptcy docket for significant filings; Review and edit outline of research in connection with Citibank MSR facility recovery and further research regarding same; Discussion with E. Emrich and F. Sosnick regarding same.	1.70
04/03/2013	Emrich, Edmund M.	Telephone call with Goren regarding bank accounts issue & unpaid invoices; e-mail to J. Leone regarding copies of invoices; reviewed research memo & cases regarding default interest.	2.20
04/03/2013	Facundo, Richard	Further research and Citibank MSR Facility Recovery; Review and edit outline of research.	2.40
04/04/2013	Emrich, Edmund M.	Forwarded outstanding invoices to Goren per his request.	0.10
04/04/2013	Facundo, Richard	Review of ResCap bankruptcy case filings.	0.10
04/05/2013	Facundo, Richard	Review of filings in ResCap bankruptcy cases.	0.10
04/08/2013	Park, Ji Hyun	Review docket for significant filings.	0.10

CITICORP GLOBAL FINANCE NORTH AMERICA
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Account Number: 00048-00657
Invoice Number: 5208826

DATE	TIMEKEEPER	DESCRIPTION	HOURS
04/09/2013	Facundo, Richard	Discussion with E. Emrich regarding Cash Collateral motion filed by ResCap debtors; Beginning review of Cash Collateral motion.	0.20
04/09/2013	Park, Ji Hyun	Check docket; review cash collateral motion; discuss same with E Emrich.	0.40
04/10/2013	Sosnick, Fredric	Meet with Emrich regarding extension of cash collateral orders.	0.20
04/10/2013	Emrich, Edmund M.	E-mail from Cornejo regarding ResCap bank account issues.	0.10
04/10/2013	Facundo, Richard	Discussion with E. Emrich regarding ResCap cash collateral motion; Continue review of ResCap cash collateral motion; Email to J. Park regarding Response and Reservation of Rights to Cash Collateral Motion; Review and revisions to draft of Reservation of Rights to Cash Collateral Motion.	1.30
04/10/2013	Park, Ji Hyun	Check docket; draft reservation of rights regarding Debtors' motion to continue using cash collateral; discuss same with R Facundo and E Emrich.	0.90
04/11/2013	Emrich, Edmund M.	Emails with Citibank regarding ResCap bank account issues; reviewed & revised draft of Statement & Reservation of Rights Regarding Debtors' motion for Continued Use of Cash Collateral; e-mails & discussions with Facundo, Park & Sosnick regarding same.	1.00
04/11/2013	Facundo, Richard	Further revisions to Reservation of Rights to Cash Collateral Motion; Email to J. Park regarding same.	0.90
04/11/2013	Park, Ji Hyun	Review R Facundo comments made to draft of statement and reservation of rights; add comments to draft and send to R Facundo; discuss same, make minor revision and send to E Emrich for review; review E Emrich comments and go through docket to fill in necessary information in statement and reservation of rights; edit the same document and discuss with E Emrich; send blacklines to R Facundo; review docket for significant filings.	1.30
04/12/2013	Emrich, Edmund M.	E-mails with Citibank regarding bank account issues.	0.20
04/12/2013	Facundo, Richard	Discussion with E. Emrich regarding Cash Collateral Motion and reservation of rights.	0.10
04/15/2013	Emrich, Edmund M.	E-mails with Cornejo & Washburn regarding ResCap bank account issues; conference call with Cornejo, Washburn & Hallett regarding same; e-mail with Park regarding Order extending Debtors' plan exclusivity.	0.40
04/15/2013	Park, Ji Hyun	Check docket.	0.10
04/16/2013	Emrich, Edmund M.	E-mails & conference call with Citibank regarding ResCap bank account issues; e-mails with Sosnick regarding draft of Statement regarding Debtors' Motion for Continuation of Use of Cash Collateral; reviewed revised draft of same; discussions & e-mails with Facundo regarding same.	1.00

CITICORP GLOBAL FINANCE NORTH AMERICA
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Account Number: 00048-00657
Invoice Number: 5208826

DATE	TIMEKEEPER	DESCRIPTION	HOURS
04/16/2013	Facundo, Richard	Review and revisions to Response to Cash Collateral Motion.	0.40
04/17/2013	Park, Ji Hyun	Check docket; discuss reservation of rights filing with R Facundo and E Emrich.	0.10
04/18/2013	Emrich, Edmund M.	E-mails & telephone call to Washburn regarding draft of Statement regarding Debtors' Motion for Continuation of Use of Cash Collateral; discussions & e-mails with Facundo regarding same.	0.50
04/18/2013	Facundo, Richard	Email correspondence with E. Emrich and client regarding response to Debtors' Cash Collateral Motion; Revision to Reservation or Rights to Cash Collateral Motion.	0.70
04/18/2013	Park, Ji Hyun	Check docket; discuss filing of reservation of rights.	0.10
04/19/2013	Emrich, Edmund M.	Reviewed & revised draft of Statement regarding Debtors' Motion for Continued Use of Cash Collateral; discussion with Facundo regarding same; e-mails & telephone call with Washburn regarding same.	1.00
04/19/2013	Facundo, Richard	Call to E. Emrich regarding draft of Reservation of Rights; Review of Citibank Reservation of Rights draft.	0.60
04/19/2013	Feliciano, Luis	Del. letter to Judge Glenn at the BCNY regarding Residential Capital.	1.50
04/19/2013	Flores, Alfredo	Electronically filed statement of Citibank.	0.30
04/22/2013	Emrich, Edmund M.	E-mails with Cornejo regarding ResCap bank account issues.	0.10
04/22/2013	Park, Ji Hyun	Check docket.	0.10
04/24/2013	Emrich, Edmund M.	Communications with H. Hallett of Citibank regarding ResCap bank account issues.	0.10
04/24/2013	Park, Ji Hyun	Check docket.	0.10
04/25/2013	Emrich, Edmund M.	Communications with Cornejo, Hallett & Washburn regarding ResCap bank account issues; called Goren & Martin regarding same.	0.50
04/25/2013	Park, Ji Hyun	Check docket.	0.10
04/26/2013	Emrich, Edmund M.	E-mails with H. Hallett & W. Washburn regarding ResCap bank account issues; reviewed Agenda for omnibus hearing.	0.40
04/26/2013	Park, Ji Hyun	Check docket.	0.10
04/29/2013	Sosnick, Fredric	Meet with Emrich regarding cash collateral hearing.	0.10
04/29/2013	Emrich, Edmund M.	E-mail from Park regarding Noteholders' objection to exclusivity extension; discussion with Sosnick & telephone call with Goren regarding tomorrow's omnibus hearing.	0.30
04/29/2013	Park, Ji Hyun	Check docket.	0.20
04/30/2013	Emrich, Edmund M.	Discussion with Facundo regarding today's omnibus hearing.	0.10

CITICORP GLOBAL FINANCE NORTH AMERICA
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Account Number: 00048-00657
Invoice Number: 5208826

DATE	TIMEKEEPER	DESCRIPTION	HOURS
04/30/2013	Park, Ji Hyun	Check docket.	0.10
TOTAL HOURS			29.60

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 8

Account Number: 00048-00657
Invoice Number: 5208826

COST DETAIL

RESCAP CHAPTER 11

DATE	CODE	DESCRIPTION	AMOUNT
04/02/13	CPY	Inhouse Photocopies 313 COPIES AT C1-4 REPRODUCTION CANON COPIER 7105 - N6	21.91
04/19/13	CPY	Inhouse Photocopies 88 COPIES AT 9TH FLOOR CONV. CANON COPIER 5055	6.16
04/22/13	OSD	Other Outside Services - - VENDOR: BLOOMBERG FINANCE LP Bank ID: CITBKNY4 Check Number: 776730	280.90
04/22/13	OSD	Other Outside Services - - VENDOR: BLOOMBERG FINANCE LP Bank ID: CITBKNY4 Check Number: 776524	284.16

COST SUMMARY

CPY	Inhouse Photocopies	28.07
OSD	Other Outside Services	565.06

COSTS related thereto..... **\$593.13**

TOTAL **\$23,456.03**

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 9

Account Number: 00048-00657
Invoice Number: 5208826

SUMMARY OF TIME CHARGES

TIMEKEEPER	HOURS	RATE	AMOUNT
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Emrich, Edmund M.	13.10	959.00	12,562.90
Facundo, Richard	9.60	634.00	6,086.40
Park, Ji Hyun	3.70	584.00	2,160.80
Feliciano, Luis	1.50	204.00	306.00
Flores, Alfredo	0.30	204.00	61.20
TOTALS	29.60		\$22,862.90

SHEARMAN & STERLING_{LLP}

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fsosnick@shearman.com
212-848-8571

June 11, 2013

Via Email lnashelsky@mofo.com; tgoren@mofo.com

Larren M. Nashelsky
Morrison & Foerster, LLP
1290 Avenue of the Americas
New York, NY 10104

Todd M. Goren
Morrison & Foerster, LLP
1290 Avenue of the Americas
New York, NY 10104

In re: Residential Capital, LLC, et al., Bankr. S.D.N.Y. Case No. 12-12020 (MG)
Invoice for Citibank, N.A. Legal Expenses

Gentlemen:

Enclosed please find our statement for legal fees and expenses incurred in connection with our representation of Citibank, N.A. through May 31, 2013, with respect to the chapter 11 proceedings of Residential Capital, LLC and its affiliates.

Please note that, because of the unavoidable delay in the posting of some disbursements, especially those relating to third-party vendors, there may be disbursements that were incurred during this billing cycle that are not reflected in this billing statement but will appear in subsequent billing statements. Likewise, there may appear in this statement, disbursements that were actually incurred in prior billing periods.

If there are any questions concerning this statement, please do not hesitate to call me at the above number. Otherwise, in accordance with Paragraph 11 of the Final Order (I) Authorizing Use of Cash Collateral, (II) Granting Adequate Protection and (III) Modifying the Automatic Stay in the above-referenced chapter 11 case, please arrange for the Debtors to pay this invoice or any portion of the invoice not subject to an objection by the Debtors or any of the other Fee Notice

ABU DHABI | BEIJING | BRUSSELS | DÜSSELDORF | FRANKFURT | HONG KONG | LONDON | MILAN | MUNICH | NEW YORK
PALO ALTO | PARIS | ROME | SAN FRANCISCO | SÃO PAULO | SHANGHAI | SINGAPORE | TOKYO | TORONTO | WASHINGTON, DC

SHEARMAN & STERLING LLP IS A LIMITED LIABILITY PARTNERSHIP ORGANIZED IN THE UNITED STATES UNDER THE LAWS OF THE STATE OF DELAWARE, WHICH LAWS LIMIT THE PERSONAL LIABILITY OF PARTNERS.

NYDOCS03/950804.1

Larren M. Nashelsky
Todd M. Goren
Page 2

June 11, 2013

Parties (as defined in the order) on July 6, 2012, the eleventh business day following receipt of the invoice by the Fee Notice Parties.

Very truly yours,



Fredric Sosnick

Attachment

cc: Fee Notice Parties:

Office of the United States Trustee

Tracy Hope Davis - tracy.davis2@usdoj.gov

Brian S. Masumoto - brian.masumoto@usdoj.gov

Linda Riffkin - linda.riffkin@usdoj.gov

Counsel to the Official Committee of Unsecured Creditors

Kramer Levin Naftalis & Frankel, LLP

Kenneth H. Eckstein - keckstein@kramerlevin.com

Thomas Moers Mayer - tmayer@kramerlevin.com

Douglas H. Mannal - dmannal@kramerlevin.com

Counsel to Barclays Bank, PLC, as DIP Lender

Skadden, Arps, Slate, Meagher & Flom LLP

Kenneth S. Ziman Ken.Ziman@skadden.com

Jonathan Hofer Jonathan.Hofer@skadden.com

Counsel to Ally Financial, Inc., as DIP Lender

Kirkland & Ellis LLP

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Stephen E. Hessler - stephen.hessler@kirkland.com

Richard M. Cieri - richard.cieri@kirkland.com

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June 10, 2013

Trevor Houston
Managing Director – IRM NA
Citigroup Global Markets Inc.
388 Greenwich Street
New York, NY 10013

When remitting,
please reference:

00048-00657

Invoice Number: 5210641

FOR LEGAL SERVICES RENDERED in connection with ResCap chapter 11.

FEES	\$10,188.90
COSTS related thereto.....	\$463.16
TOTAL	<u>\$10,652.06</u>

PAYMENT INSTRUCTIONS

*Please return one remittance copy with your payment to the attention of the Financial Services Department.
For wire transfer payment, please send funds to:*

CitiPrivate Bank
153 East 53rd Street
New York, NY 10022
ABA #021000089

Shearman & Sterling LLP
General 1 Account
Account #09280096
SWIFT Code CITIUS33

*Please reference the client matter and invoice numbers on the electronic fund transfer.
Time and costs, if any, recorded after date of statement will appear on a subsequent statement
Tax Identification Number 13-5514352*

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 2

Account Number: 00048-00657
Invoice Number: 5210641

CITICORP FEES

<u>DATE</u>	<u>DESCRIPTION OF WORK DONE</u>	<u>ATTORNEY</u>	<u>RATE</u>	<u>HOURS</u>	<u>COST</u>
Period	Various	Sosnick, Fredric	1,204.00	1.70	2,046.80
Period	Various	Emrich, Edmund M.	959.00	6.70	6,425.30
Period	Various	Park, Ji Hyun	584.00	2.80	1,635.20
Period	Various	Flores, Alfredo	204.00	0.40	81.60
TOTAL FEES					\$10,188.90
COSTS					<u>\$463.16</u>
(Itemized on the next page)					
TOTAL DUE					\$10,652.06

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 3

Account Number: 00048-00657
Invoice Number: 5210641

ATTACHMENT 2
(Continued)

Pro Forma Invoice For Legal Services

Citicorp Disbursements (Itemized)

<u>TYPE</u>	<u>DESCRIPTION</u>	<u>COST</u>
Other Information Services		100.60
Other Outside Services		362.56
TOTAL COSTS		<u>\$463.16</u>
TOTAL FEES AND COSTS		<u>\$10,652.06</u>

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 4

Account Number: 00048-00657
Invoice Number: 5210641

TIME DETAIL

RESCAP CHAPTER 11

DATE	TIMEKEEPER	DESCRIPTION	HOURS
05/01/2013	Park, Ji Hyun	Check docket.	0.10
05/01/2013	Flores, Alfredo	Contacted court reporting service to request copy of transcript of proceedings.	0.40
05/02/2013	Park, Ji Hyun	Check docket.	0.10
05/03/2013	Park, Ji Hyun	Check docket.	0.10
05/06/2013	Emrich, Edmund M.	E-mails & discussion with Park regarding significant new filings.	0.10
05/06/2013	Park, Ji Hyun	Summarize docket filings and circulate summaries internally; internal questions to E Emrich and R Facundo.	0.30
05/07/2013	Emrich, Edmund M.	E-mails & discussions with Facundo & Park regarding significant new filings.	0.10
05/07/2013	Park, Ji Hyun	Check docket and email E Emrich and R Facundo regarding exclusivity period extensions.	0.30
05/08/2013	Emrich, Edmund M.	E-mails & discussions with Facundo & Park regarding exclusivity extension & significant new filings.	0.10
05/08/2013	Park, Ji Hyun	Check docket.	0.20
05/09/2013	Park, Ji Hyun	Check docket.	0.30
05/10/2013	Emrich, Edmund M.	Reviewed Debtors' Reply regarding Cash Collateral Continuation Motion; discussion & e-mails with Park regarding same.	0.30
05/10/2013	Park, Ji Hyun	Check docket; discuss docket filings with R Facundo.	0.30
05/13/2013	Emrich, Edmund M.	E-mails with Park regarding Examiner's Report.	0.10
05/13/2013	Park, Ji Hyun	Review/analyze docket filings; email to E Emrich and R Facundo concerning examiner's report being filed under seal.	0.30
05/15/2013	Park, Ji Hyun	Check docket.	0.10
05/16/2013	Park, Ji Hyun	Check docket.	0.10
05/17/2013	Park, Ji Hyun	Check docket.	0.10
05/21/2013	Sosnick, Fredric	Emails with Houston regarding case timing; discussion with Houston and Washburn regarding same.	0.30
05/21/2013	Emrich, Edmund M.	E-mails with Houston & Sosnick regarding default interest issue; e-mails & discussions with Facundo regarding same.	0.30
05/24/2013	Sosnick, Fredric	Review summary of Ally settlement; emails with Emrich regarding same.	0.20

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 5

Account Number: 00048-00657
Invoice Number: 5210641

DATE	TIMEKEEPER	DESCRIPTION	HOURS
05/24/2013	Emrich, Edmund M.	E-mails with Park regarding Debtors' Motion for Authorization to enter Into Plan Support Agreement; reviewed & analyzed motion papers, exhibits & related documents regarding same; discussions with Facundo regarding same; reviewed documents relating to same; drafted & circulated memo to team regarding same.	3.70
05/24/2013	Park, Ji Hyun	Review/analyze motion to authorize plan support agreement.	0.30
05/28/2013	Sosnick, Fredric	Meet with Emrich regarding PSA motion.	0.20
05/28/2013	Emrich, Edmund M.	Meeting with Sosnick to discuss Debtors' Motion for Authorization to enter Into Plan Support Agreement; further reviewed papers regarding same; drafted e-mail to Citibank regarding same.	1.00
05/28/2013	Park, Ji Hyun	Check docket.	0.10
05/29/2013	Sosnick, Fredric	Review and revise memo to Citi on PSA motion; meet with Emrich regarding same; meet with S&S team regarding next steps regarding same.	1.00
05/29/2013	Emrich, Edmund M.	Reviewed Sosnick's comments to draft of memo to Citibank on PSA motion; met with Sosnick regarding same; revised & finalized memo; met with team regarding next steps regarding same.	1.00
05/30/2013	Park, Ji Hyun	Check docket.	0.10
TOTAL HOURS			11.60

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 6

Account Number: 00048-00657
Invoice Number: 5210641

COST DETAIL

RESCAP CHAPTER 11

DATE	CODE	DESCRIPTION	AMOUNT
05/03/13	INF	Other Information Services - - VENDOR: PACER SERVICE CENTER Bank ID: CITBKNY4 Check Number: 776680	21.00
05/03/13	INF	Other Information Services - - VENDOR: PACER SERVICE CENTER Bank ID: CITBKNY4 Check Number: 776680	79.60
05/03/13	OSD	Other Outside Services - - VENDOR: ESCRIBERS, LLC Bank ID: CITBKNY4 Check Number: 776759	58.80
05/20/13	OSD	Other Outside Services - - VENDOR: BLOOMBERG FINANCE LP Bank ID: CITBKNY4 Check Number: 777397	303.76

COST SUMMARY

INF	Other Information Services	100.60
OSD	Other Outside Services	362.56

COSTS related thereto..... **\$463.16**

TOTAL **\$10,652.06**

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 7

Account Number: 00048-00657
Invoice Number: 5210641

SUMMARY OF TIME CHARGES

TIMEKEEPER	HOURS	RATE	AMOUNT
Sosnick, Fredric	1.70	1,204.00	2,046.80
Emrich, Edmund M.	6.70	959.00	6,425.30
Park, Ji Hyun	2.80	584.00	1,635.20
Flores, Alfredo	0.40	204.00	81.60
TOTALS	11.60		\$10,188.90

SHEARMAN & STERLING^{LLP}

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fsosnick@shearman.com
212-848-8571

July 12, 2013

Via Email lnashelsky@mofo.com; tgoren@mofo.com

Larren M. Nashelsky
Morrison & Foerster, LLP
1290 Avenue of the Americas
New York, NY 10104

Todd M. Goren
Morrison & Foerster, LLP
1290 Avenue of the Americas
New York, NY 10104

In re: Residential Capital, LLC, et al., Bankr. S.D.N.Y. Case No. 12-12020 (MG)
Invoice for Citibank, N.A. Legal Expenses

Gentlemen:

Enclosed please find our statement for legal fees and expenses incurred in connection with our representation of Citibank, N.A. through June 30, 2013, with respect to the chapter 11 proceedings of Residential Capital, LLC and its affiliates.

Please note that, because of the unavoidable delay in the posting of some disbursements, especially those relating to third-party vendors, there may be disbursements that were incurred during this billing cycle that are not reflected in this billing statement but will appear in subsequent billing statements. Likewise, there may appear in this statement, disbursements that were actually incurred in prior billing periods.

If there are any questions concerning this statement, please do not hesitate to call me at the above number. Otherwise, in accordance with Paragraph 11 of the Final Order (I) Authorizing Use of Cash Collateral, (II) Granting Adequate Protection and (III) Modifying the Automatic Stay in the above-referenced chapter 11 case, please arrange for the Debtors to pay this invoice or any portion of the invoice not subject to an objection by the Debtors or any of the other Fee Notice

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PARIS | ROME | SAN FRANCISCO | SÃO PAULO | SHANGHAI | SINGAPORE | TOKYO | TORONTO | WASHINGTON, DC

SHEARMAN & STERLING LLP IS A LIMITED LIABILITY PARTNERSHIP ORGANIZED IN THE UNITED STATES UNDER THE LAWS OF THE STATE OF DELAWARE, WHICH LAWS LIMIT THE PERSONAL LIABILITY OF PARTNERS.

Larren M. Nashelsky
Todd M. Goren
Page 2

July 12, 2013

Parties (as defined in the order) on July 6, 2012, the eleventh business day following receipt of the invoice by the Fee Notice Parties.

Very truly yours,



Fredric Sosnick

Attachment

cc: Fee Notice Parties:

Office of the United States Trustee

Tracy Hope Davis - tracy.davis2@usdoj.gov

Brian S. Masumoto - brian.masumoto@usdoj.gov

Linda Riffkin - linda.riffkin@usdoj.gov

Counsel to the Official Committee of Unsecured Creditors
Kramer Levin Naftalis & Frankel, LLP

Kenneth H. Eckstein - keckstein@kramerlevin.com

Thomas Moers Mayer - tmayer@kramerlevin.com

Douglas H. Mannal - dmannal@kramerlevin.com

Counsel to Barclays Bank, PLC, as DIP Lender
Skadden, Arps, Slate, Meagher & Flom LLP

Kenneth S. Ziman Ken.Ziman@skadden.com

Jonathan Hofer Jonathan.Hofer@skadden.com

Counsel to Ally Financial, Inc., as DIP Lender
Kirkland & Ellis LLP

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Stephen E. Hessler - stephen.hessler@kirkland.com

Richard M. Cieri - richard.cieri@kirkland.com

SHEARMAN & STERLING^{LLP}

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WWW.SHEARMAN.COM | T +1.212.848.4000 | F +1.212.848.7179

July 12, 2013

Trevor Houston
Managing Director – IRM NA
Citigroup Global Markets Inc.
388 Greenwich Street
New York, NY 10013

When remitting,
please reference:

00048-00657

Invoice Number: 5213081

FOR LEGAL SERVICES RENDERED in connection with ResCap chapter 11.

FEES	\$17,055.60
COSTS related thereto.....	\$333.16
TOTAL	<u>\$17,388.76</u>

PAYMENT INSTRUCTIONS

*Please return one remittance copy with your payment to the attention of the Financial Services Department.
For wire transfer payment, please send funds to:*

CitiPrivate Bank
153 East 53rd Street
New York, NY 10022
ABA #021000089

Shearman & Sterling^{LLP}
General I Account
Account #09280096
SWIFT Code CITIUS33

*Please reference the client matter and invoice numbers on the electronic fund transfer.
Time and costs, if any, recorded after date of statement will appear on a subsequent statement
Tax Identification Number 13-5514352*

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 2

Account Number: 00048-00657
Invoice Number: 5213081

CITICORP FEES

<u>DATE</u>	<u>DESCRIPTION OF WORK DONE</u>	<u>ATTORNEY</u>	<u>RATE</u>	<u>HOURS</u>	<u>COST</u>
Period	Various	Sosnick, Fredric	1,204.00	2.90	3,491.60
Period	Various	Emrich, Edmund M.	959.00	10.00	9,590.00
Period	Various	Park, Ji Hyun	584.00	6.70	3,912.80
Period	Various	Flores, Alfredo	204.00	0.30	61.20
TOTAL FEES					\$17,055.60
COSTS					<u>\$333.16</u>
(Itemized on the next page)					
TOTAL DUE					\$17,388.76

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 3

Account Number: 00048-00657
Invoice Number: 5213081

ATTACHMENT 2
(Continued)

Pro Forma Invoice For Legal Services

Citicorp Disbursements (Itemized)

<u>TYPE</u>	<u>DESCRIPTION</u>	<u>COST</u>
Other Outside Services		333.16
TOTAL COSTS		<u>\$333.16</u>
TOTAL FEES AND COSTS		<u>\$17,388.76</u>

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 4

Account Number: 00048-00657
Invoice Number: 5213081

TIME DETAIL

RESCAP CHAPTER 11

DATE	TIMEKEEPER	DESCRIPTION	HOURS
06/03/2013	Park, Ji Hyun	Check docket and discuss filing internally.	0.20
06/04/2013	Emrich, Edmund M.	E-mail regarding PSA issues; reviewed Agenda for omnibus hearing; e-mails with Park regarding same; e-mails with Park regarding Debtors Motion for Continued Use of Cash Collateral..	0.50
06/04/2013	Park, Ji Hyun	Review docket and discuss filings with E Emrich and R Facundo.	0.40
06/05/2013	Emrich, Edmund M.	E-mails & discussions with Facundo & Park regarding Debtors' Motion for Authorization to Pay Certain Secured Claims & Motion for Authorization to Enter Into Plan Support Agreements; reviewed both motions; e-mails regarding same; reviewed notice from Debtors regarding adjourned omnibus hearing.	1.00
06/05/2013	Park, Ji Hyun	Check docket.	0.10
06/06/2013	Emrich, Edmund M.	E-mails with Poss regarding PSA; reviewed e-mail from Seong regarding default interest research.	0.20
06/06/2013	Park, Ji Hyun	Check docket.	0.10
06/07/2013	Sosnick, Fredric	Telephone call with Citi legal regarding PSA.	0.50
06/07/2013	Emrich, Edmund M.	Reviewed draft of default interest memo & related materials (.50); discussion with Sosnick regarding same (.10); conference call with Citibank regarding PSA and related issues; reviewed PSA-related documents to address Citibank's questions; worked on reviewing & revising draft of Statement of Citibank with regard to Debtors' Motion for Authorization to Enter Into PSAs; met with Facundo to discuss & revise same; drafted response to Citibank regarding issues relating to PSA; e-mails with Sosnick regarding same.	2.20
06/07/2013	Park, Ji Hyun	Summarize docket filings and circulate summaries internally; discuss reservation of rights with R Facundo and E Emrich.	0.30
06/08/2013	Emrich, Edmund M.	Reviewed PSA-related documents in response to questions from Citibank; e-mails to Poss, Sosnick, et al. regarding same.	0.70
06/10/2013	Sosnick, Fredric	Review default interest memo; meet with Seong regarding same; meet with Emrich regarding distributions under proposed plan; review term sheet provisions regarding same.	1.50

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 5

Account Number: 00048-00657
Invoice Number: 5213081

DATE	TIMEKEEPER	DESCRIPTION	HOURS
06/10/2013	Emrich, Edmund M.	Discussion & e-mail with Sosnick regarding draft of Statement of Citibank regarding Debtors' PSA Motion; discussion with Park regarding same; reviewed Debtors' Motion regarding FGIC Settlement; met with Park to discuss same & status of case generally; analyzed plan distributions per PSA and Term Sheets; drafted memo re same.	1.70
06/10/2013	Park, Ji Hyun	Review/analyze docket; discuss case status with E Emrich; locate files relating to ResCap and send to E Emrich.	0.90
06/11/2013	Sosnick, Fredric	Telephone call with Washburn regarding implications of PSA motion and secured claim payment motion.	0.30
06/11/2013	Park, Ji Hyun	Review MSR documents; discuss same with E Emrich; emails regarding the same to Citi and Shearman team; check docket.	2.10
06/12/2013	Sosnick, Fredric	Emails with Poss and Park regarding assignments under MSR facility; review documents regarding same; meet with Park regarding same; telephone call with Poss and Park regarding same.	0.60
06/12/2013	Emrich, Edmund M.	E-mails with Park & Sosnick regarding issues relating to sharing of MSR documents.	0.10
06/12/2013	Park, Ji Hyun	Review email from Citi regarding MSR documents; send email on same to Shearman team; discuss with F Sosnick; call with Citi regarding the same with F Sosnick; check docket filings; circulate relevant filing internally.	1.10
06/13/2013	Park, Ji Hyun	Check docket.	0.20
06/14/2013	Park, Ji Hyun	Check docket.	0.10
06/17/2013	Park, Ji Hyun	Check docket.	0.10
06/18/2013	Park, Ji Hyun	Check docket; discuss reservation of rights with R Facundo; review email from Citi.	0.20
06/19/2013	Park, Ji Hyun	Check docket.	0.10
06/20/2013	Park, Ji Hyun	Check docket.	0.20
06/21/2013	Park, Ji Hyun	Review docket filings.	0.10
06/24/2013	Emrich, Edmund M.	Reviewed Debtors' Reply to Responses to PSA Motion; reviewed Agenda for 6/26 omnibus hearing; discussions with team regarding same.	1.00
06/24/2013	Park, Ji Hyun	Check docket.	0.10
06/25/2013	Emrich, Edmund M.	Reviewed revised Agenda for omnibus hearing.	0.20
06/25/2013	Park, Ji Hyun	Check docket.	0.10
06/26/2013	Emrich, Edmund M.	Revised revised Proposed Order regarding PSA; reviewed objections chart; reviewed revised Agenda for omnibus hearing.	1.00
06/26/2013	Park, Ji Hyun	Check docket.	0.10
06/26/2013	Flores, Alfredo	Contacted court reporting service to request copy of transcript of proceedings.	0.30

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 6

Account Number: 00048-00657
Invoice Number: 5213081

DATE	TIMEKEEPER	DESCRIPTION	HOURS
06/27/2013	Emrich, Edmund M.	Reviewed summary of omnibus hearing; briefly reviewed Examiner's Report; e-mail from Hallett regarding ResCap bank account issues; reviewed new officers' Certificate regarding same.	1.30
06/27/2013	Park, Ji Hyun	Check docket.	0.10
06/28/2013	Emrich, Edmund M.	E-mails with Hallett regarding ResCap bank account issues.	0.10
06/28/2013	Park, Ji Hyun	Check docket.	0.10
TOTAL HOURS			19.90

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 7

Account Number: 00048-00657
Invoice Number: 5213081

COST DETAIL

RESCAP CHAPTER 11

DATE	CODE	DESCRIPTION	AMOUNT
06/11/13	OSD	Other Outside Services - - VENDOR: BLOOMBERG FINANCE LP Bank ID: CITBKNY4 Check Number: 778078	333.16

COST SUMMARY

OSD	Other Outside Services	333.16
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COSTS related thereto.....	<u>\$333.16</u>
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TOTAL	<u>\$17,388.76</u>
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CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 8

Account Number: 00048-00657
Invoice Number: 5213081

SUMMARY OF TIME CHARGES

TIMEKEEPER	HOURS	RATE	AMOUNT
Sosnick, Fredric	2.90	1,204.00	3,491.60
Emrich, Edmund M.	10.00	959.00	9,590.00
Park, Ji Hyun	6.70	584.00	3,912.80
Flores, Alfredo	0.30	204.00	61.20
TOTALS	19.90		\$17,055.60

SHEARMAN & STERLING^{LLP}

599 LEXINGTON AVENUE | NEW YORK | NY | 10022-6069
WWW.SHEARMAN.COM | T +1.212.848.4000 | F +1.212.848.7179

fsosnick@shearman.com
212-848-8571

October 2, 2013

Via Email lnashelsky@mofo.com; tgoren@mofo.com

Larren M. Nashelsky
Morrison & Foerster, LLP
1290 Avenue of the Americas
New York, NY 10104

Todd M. Goren
Morrison & Foerster, LLP
1290 Avenue of the Americas
New York, NY 10104

In re: Residential Capital, LLC, et al., Bankr. S.D.N.Y. Case No. 12-12020 (MG)
Invoice for Citibank, N.A. Legal Expenses

Gentlemen:

Enclosed please find our statement for legal fees and expenses incurred in connection with our representation of Citibank, N.A. through August 31, 2013, with respect to the chapter 11 proceedings of Residential Capital, LLC and its affiliates. Also, we have not yet received payment on the following invoices:

Invoice # 5208826, dated 5/16/13, in the amount of \$23,456.03
Invoice # 5210641, dated 6/10/13, in the amount of \$10,652.06
Invoice # 5213081, dated 7/12/13, in the amount of \$17,388.76

In accordance with my letter to Robert Feinstein, dated August 20, 2013, and Paragraph 11 of the Final Order (I) Authorizing Use of Cash Collateral, (II) Granting Adequate Protection and (III) Modifying the Automatic Stay in the above-referenced chapter 11 case, please arrange for the Debtors to pay these invoices or any portion of the invoices not subject to an objection by the Debtors or any of the other Fee Notice Parties (as defined in the order) on July 6, 2012, the eleventh business day following receipt of the invoice by the Fee Notice Parties. Continued failure by the estate will force us to seek redress from the Court.

ABU DHABI | BEIJING | BRUSSELS | FRANKFURT | HONG KONG | LONDON | MILAN | NEW YORK | PALO ALTO
PARIS | ROME | SAN FRANCISCO | SÃO PAULO | SHANGHAI | SINGAPORE | TOKYO | TORONTO | WASHINGTON, DC

SHEARMAN & STERLING LLP IS A LIMITED LIABILITY PARTNERSHIP ORGANIZED IN THE UNITED STATES UNDER THE LAWS OF THE STATE OF DELAWARE, WHICH LAWS LIMIT THE PERSONAL LIABILITY OF PARTNERS.

NYDOCS03/950804.2

Larren M. Nashelsky
Todd M. Goren
Page 2

October 2, 2013

Please note that, because of the unavoidable delay in the posting of some disbursements, especially those relating to third-party vendors, there may be disbursements that were incurred during this billing cycle that are not reflected in this billing statement but will appear in subsequent billing statements. Likewise, there may appear in this statement disbursements that were actually incurred in prior billing periods.

Very truly yours,



Fredric Sosnick

Attachment

cc: Fee Notice Parties:

Office of the United States Trustee

Tracy Hope Davis - tracy.davis2@usdoj.gov

Brian S. Masumoto - brian.masumoto@usdoj.gov

Linda Riffkin - linda.riffkin@usdoj.gov

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Thomas Moers Mayer - tmayer@kramerlevin.com

Douglas H. Mannal - dmannal@kramerlevin.com

Counsel to Barclays Bank, PLC, as DIP Lender

Skadden, Arps, Slate, Meagher & Flom LLP

Kenneth S. Ziman Ken.Ziman@skadden.com

Jonathan Hofer Jonathan.Hofer@skadden.com

Counsel to Ally Financial, Inc., as DIP Lender

Kirkland & Ellis LLP

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Stephen E. Hessler - stephen.hessler@kirkland.com

Richard M. Cieri - richard.cieri@kirkland.com

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WWW.SHEARMAN.COM | T +1.212.848.4000 | F +1.212.848.7179

September 16, 2013

Trevor Houston
Managing Director – IRM NA
Citigroup Global Markets Inc.
388 Greenwich Street
New York, NY 10013

When remitting,
please reference:

00048-00657

Invoice Number: 5217527

FOR LEGAL SERVICES RENDERED in connection with ResCap chapter 11.

FEES	\$70,051.60
COSTS related thereto.....	\$1,158.79
TOTAL	<u>\$71,210.39</u>

PAYMENT INSTRUCTIONS

*Please return one remittance copy with your payment to the attention of the Financial Services Department.
For wire transfer payment, please send funds to:*

CitiPrivate Bank
153 East 53rd Street
New York, NY 10022
ABA #021000089

Shearman & Sterling LLP
General 1 Account
Account #09280096
SWIFT Code CITIUS33

*Please reference the client matter and invoice numbers on the electronic fund transfer.
Time and costs, if any, recorded after date of statement will appear on a subsequent statement
Tax Identification Number 13-5514352*

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 2

Account Number: 00048-00657
Invoice Number: 5217527

CITICORP FEES

<u>DATE</u>	<u>DESCRIPTION OF WORK DONE</u>	<u>ATTORNEY</u>	<u>RATE</u>	<u>HOURS</u>	<u>COST</u>
Period	Various	Roll III, William J.	1,104.00	0.70	772.80
Period	Various	Sosnick, Fredric	1,204.00	9.30	11,197.20
Period	Various	Emrich, Edmund M.	984.00	38.60	37,982.40
Period	Various	Facundo, Richard	659.00	20.10	13,245.90
Period	Various	Park, Ji Hyun	659.00	9.70	6,392.30
Period	Various	Flores, Alfredo	204.00	0.40	81.60
Period	Various	Merkin, David	239.00	1.30	310.70
Period	Various	Tucker, James H.	229.00	0.30	68.70
TOTAL FEES					\$70,051.60
COSTS					<u>\$1,158.79</u>
(Itemized on the next page)					
TOTAL DUE					\$71,210.39

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 3

Account Number: 00048-00657
Invoice Number: 5217527

ATTACHMENT 2
(Continued)

Pro Forma Invoice For Legal Services

Citicorp Disbursements (Itemized)

<u>TYPE</u>	<u>DESCRIPTION</u>	<u>COST</u>
Other Outside Services		1,158.79
TOTAL COSTS		<u>\$1,158.79</u>
TOTAL FEES AND COSTS		<u>\$71,210.39</u>

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 4

Account Number: 00048-00657
Invoice Number: 5217527

TIME DETAIL

RESCAP CHAPTER 11

DATE	TIMEKEEPER	DESCRIPTION	HOURS
07/02/2013	Emrich, Edmund M.	Reviewed & analyzed Answer & Counterclaims filed by Junior Secured Noteholders; discussions & e-mails with Facundo regarding same.	1.50
07/02/2013	Facundo, Richard	Review and analyze answer and counterclaims by junior secured noteholders in adversary proceeding in ResCap cases; Discussion with E. Emrich regarding same.	1.50
07/03/2013	Emrich, Edmund M.	Analyzed Answer & Counterclaims filed by Junior Secured Noteholders; discussions & e-mails with Facundo regarding same; e-mail to Sosnick regarding same.	0.50
07/03/2013	Facundo, Richard	Discussion with E. Emrich regarding Answer and Counterclaim of Junior Secured Noteholders in adversary proceeding in ResCap cases; Email to F. Sosnick regarding same.	0.50
07/05/2013	Emrich, Edmund M.	E-mails with team regarding Plan, Disclosure Statement & Motion for Approval of Disclosure Statement, etc.; preliminary review and analysis of same; further e-mails with team regarding same.	2.50
07/05/2013	Park, Ji Hyun	Review docket filings (plan, disclosure statement and related filings) and circulate summaries internally; email communication with team on same filings.	1.90
07/08/2013	Emrich, Edmund M.	Review & analysis of Plan, Disclosure Statement & Motion for Approval of Disclosure Statement, etc.; reviewed First Amended Complaint in JSN adversary proceeding; e-mails & discussions with team regarding the foregoing; e-mails & discussions with Cornejo regarding ResCap bank accounts at Citibank.	3.40
07/08/2013	Park, Ji Hyun	Review of disclosure statement recovery analysis; discuss same with R Facundo.	0.50
07/09/2013	Sosnick, Fredric	Review email summary of key plan issues; meet with Emrich regarding same.	0.20
07/09/2013	Emrich, Edmund M.	Reviewed matters relating to Plan & Disclosure Statement; e-mails & discussion with Sosnick regarding same; e-mail to Citibank regarding same; reviewed Amended Agenda for omnibus hearing.	1.00
07/09/2013	Park, Ji Hyun	Review docket filings.	0.20
07/10/2013	Sosnick, Fredric	Review plan.	0.70
07/10/2013	Emrich, Edmund M.	Reviewed Disclosure Statement Hearing notice; e-mails regarding same.	0.10
07/11/2013	Sosnick, Fredric	Completed review of plan of reorganization and disclosure statement; meet with Emrich and Facundo regarding same.	3.80

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 5

Account Number: 00048-00657
Invoice Number: 5217527

DATE	TIMEKEEPER	DESCRIPTION	HOURS
07/11/2013	Emrich, Edmund M.	Met with Sosnick & Facundo to discuss Plan & Disclosure Statement; reviewed & analyzed provisions regarding same; e-mail to team regarding same; discussion with Facundo regarding same.	1.50
07/11/2013	Facundo, Richard	Meeting with F. Sosnick and E. Emrich regarding Disclosure Statement and Plan.	0.90
07/11/2013	Park, Ji Hyun	Review docket filings.	0.10
07/12/2013	Sosnick, Fredric	Emails regarding disputed claim reserve comments; review disclosure statement motion.	1.20
07/12/2013	Emrich, Edmund M.	E-mails & discussions with Facundo regarding issues relating to Disclosure Statement and Plan; reviewed & commented on same; e-mails with Cornejo regarding ResCap bank accounts; reviewed Agenda for 7/14 hearing; e-mails & discussions with Park & Facundo regarding same; e-mails with Sosnick regarding Plan & Disclosure Statement issues.	1.00
07/12/2013	Facundo, Richard	Discussion with E. Emrich regarding issues concerning Disclosure Statement and Plan; Begin mark-up of Disclosure Statement.	0.50
07/12/2013	Park, Ji Hyun	Discuss agenda for Monday's hearing with E Emrich and R Facundo; send emails on the same; review recent filings.	0.50
07/15/2013	Emrich, Edmund M.	E-mails & discussion with Facundo regarding Plan & Disclosure Statement issues.	0.20
07/15/2013	Facundo, Richard	Review of Disclosure Statement and Plan; Edits to same.	2.00
07/15/2013	Park, Ji Hyun	Review docket filings.	0.40
07/16/2013	Emrich, Edmund M.	Reviewed draft of comments to Plan & Disclosure Statement; met with Facundo to discuss same and related matters.	0.40
07/16/2013	Park, Ji Hyun	Review docket filings.	0.30
07/17/2013	Emrich, Edmund M.	Discussions & e-mails with Facundo & Park regarding Debtors' Motion to Dismiss Certain Counterclaims in UMB Bank adversary proceeding; began reviewing same.	0.30
07/17/2013	Park, Ji Hyun	Review docket filings; send memo of law/motion to dismiss to R Facundo; emails regarding the same.	0.50
07/18/2013	Emrich, Edmund M.	Reviewed draft of comments to Plan & Disclosure Statement; briefly reviewed Motion to Dismiss JSN's claims.	0.50
07/19/2013	Emrich, Edmund M.	E-mails with Facundo & Park regarding JSN Motion regarding Mediation & Settlement Discussions.	0.10
07/22/2013	Emrich, Edmund M.	E-mails with Park & Facundo regarding Debtors' Motion regarding Payments to JSNs.	0.10
07/22/2013	Facundo, Richard	Review of Proposed Disclosure Statement and Proposed Plan; Minor edits to same.	0.40

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 6

Account Number: 00048-00657
Invoice Number: 5217527

DATE	TIMEKEEPER	DESCRIPTION	HOURS
07/22/2013	Park, Ji Hyun	Review docket filings and discuss with R Facundo; summarize recent filing and send to E Emrich and R Facundo; follow up email.	0.40
07/23/2013	Sosnick, Fredric	Review proposed mark-up of plan and disclosure statement; meetings with Emrich regarding same.	0.50
07/23/2013	Emrich, Edmund M.	Discussion with Facundo regarding draft of comments to proposed disclosure statement and plan; reviewed revised draft of same.	0.50
07/23/2013	Facundo, Richard	Discussion with E. Emrich regarding edits to proposed disclosure statement and proposed plan; Additional edits to Proposed Disclosure Statement and Proposed Plan.	1.50
07/23/2013	Park, Ji Hyun	Review docket filings.	0.40
07/24/2013	Emrich, Edmund M.	E-mails & telephone call with E. Cornejo regarding ResCap bank accounts; e-mail from Park regarding hearing agenda.	0.30
07/24/2013	Park, Ji Hyun	Review docket filings.	0.20
07/29/2013	Emrich, Edmund M.	Discussions with Sosnick & e-mails with Sosnick, Washburn & Houston regarding comments to Disclosure Statement & Plan and strategy call.	0.20
07/30/2013	Park, Ji Hyun	Review/analyze docket filings; send certain filings to E Emrich and R Facundo.	0.50
08/01/2013	Emrich, Edmund M.	Briefly reviewed Debtors' & Creditors' Committee's Memorandum of Law in Opposition to Junior Secured Noteholders' Motion to Dismiss Complaint, as well as Junior Secured Noteholders' Answer, Affirmative Defenses and Counterclaims; e-mails with team regarding same.	0.50
08/02/2013	Park, Ji Hyun	Check docket; discuss status with E Emrich and R Facundo.	0.10
08/05/2013	Emrich, Edmund M.	Reviewed arguments made by JSNs regarding default interest; e-mails with Facundo and Sosnick regarding same.	0.50
08/05/2013	Facundo, Richard	Review of ResCap bankruptcy docket.	0.10
08/06/2013	Sosnick, Fredric	Review comments to disclosure statement; call with Citi team regarding decision to press default interest.	0.80
08/06/2013	Emrich, Edmund M.	Work on matters regarding claim for default interest & comments to Disclosure Statement; conference call with Houston, Washburn & Sosnick to discuss same; e-mails & discussion with Facundo regarding same & calendar of upcoming important dates in Plan process; sent Disclosure Statement and Plan comments to Debtors' counsel.	1.30
08/07/2013	Emrich, Edmund M.	Worked on matters regarding comments to Disclosure Statement and Plan, including e-mails with Goren, Martin, Sosnick & Facundo; worked on revising draft of Objection to Disclosure Statement; discussions with Facundo regarding same.	1.20

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 7

Account Number: 00048-00657
Invoice Number: 5217527

DATE	TIMEKEEPER	DESCRIPTION	HOURS
08/07/2013	Facundo, Richard	Review of ResCap bankruptcy docket; Draft objection to ResCap Disclosure Statement; Review and comment on suggested changes to Disclosure Statement; Discussion with E. Emrich regarding changes.	3.80
08/08/2013	Sosnick, Fredric	Review Debtor comments to proposed language; emails regarding same; meet with Emrich regarding same; review revised language from Debtors; meet with Emrich regarding same; review revised reserve language; meetings with Emrich regarding same.	1.40
08/08/2013	Emrich, Edmund M.	Worked on matters regarding comments to Disclosure Statement and draft of Objection to Disclosure Statement, including e-mails & discussions with team, Citibank & S. Martin (MoFo).	2.50
08/08/2013	Facundo, Richard	Further comments and revisions to Disclosure Statement and Disclosure Statement Objection.	2.90
08/10/2013	Emrich, Edmund M.	E-mails with team & Washburn regarding RSA and call to discuss RSA.	0.20
08/11/2013	Emrich, Edmund M.	E-mails with team & Washburn regarding RSA; participated in call with Citibank to discuss RSA.	0.70
08/12/2013	Emrich, Edmund M.	E-mail from Park regarding pleadings filed in JSN adversary proceeding.	0.10
08/12/2013	Park, Ji Hyun	Review/analyze recent docket filings and discuss status with R Facundo and E Emrich.	0.70
08/13/2013	Park, Ji Hyun	Review/analyze docket filings from 8/8/2013 (disclosure statement objections).	0.10
08/14/2013	Roll III, William J.	Telephone call with Sosnick regarding disputed fees issue.	0.50
08/14/2013	Emrich, Edmund M.	Discussion with Sosnick regarding response to Creditors' Committee's letter; reviewed relevant documents; worked on drafting same; e-mail to Sosnick regarding same.	0.50
08/15/2013	Sosnick, Fredric	Review response to Committee fee letter; emails with Roll regarding same.	0.20
08/15/2013	Emrich, Edmund M.	Finalization of letter in response to Creditors' Committee's letter regarding fees and expenses; e-mails regarding same with Sosnick & Roll.	0.20
08/16/2013	Roll III, William J.	Review of Emrich draft response letter.	0.20
08/16/2013	Emrich, Edmund M.	E-mails with Washburn, Houston & Sosnick regarding draft of response to letter from Creditors' Committee regarding fees & expenses; reviewed pleadings and related e-mail regarding JSN adversary proceeding; discussion with Facundo regarding strategy; e-mails with Park regarding review of revised Disclosure Statement.	0.90

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Account Number: 00048-00657
Invoice Number: 5217527

DATE	TIMEKEEPER	DESCRIPTION	HOURS
08/16/2013	Facundo, Richard	Review of pleadings and email to internal group regarding JSN / UCC / Debtor adversary proceeding in connection with default interest dispute; Discussion with E. Emrich regarding potential strategy in matters pertaining to payment of default interest.	0.80
08/16/2013	Park, Ji Hyun	Review ResCap filings, including disclosure statement; email R Facundo and E Emrich on the same.	0.70
08/17/2013	Facundo, Richard	Initial review of revisions to Disclosure Statement.	0.50
08/19/2013	Sosnick, Fredric	Emails with Emrich and Citi regarding response to Committee response.	0.10
08/19/2013	Emrich, Edmund M.	E-mails with Washburn, Houston & Sosnick regarding draft of response to Creditors' Committee's letter; revised & finalized same; reviewed & commented on revised draft of Disclosure Statement; discussions & e-mails with team regarding same; e-mail to MoFo regarding same; telephone call & e-mail with Washburn regarding default interest dispute; began reviewing research materials regarding same.	2.80
08/19/2013	Facundo, Richard	Discussion with E. Emrich regarding revised Disclosure Statement.	0.30
08/19/2013	Park, Ji Hyun	Review ResCap filings; discuss disclosure statement amendments with R Facundo.	0.60
08/20/2013	Sosnick, Fredric	Emails regarding Citi language in disclosure statement; final review of response letter to Committee; meet with Emrich regarding committee response and disclosure statement hearing.	0.30
08/20/2013	Emrich, Edmund M.	E-mail from Goren regarding Debtors' acceptance of comments to Disclosure Statement; further revised & finalized draft of response to Creditors' Committee regarding fees & expenses; continued reviewing research materials regarding default interest issue; discussions with Facundo regarding same.	2.30
08/20/2013	Facundo, Richard	Review agenda for hearing scheduled for August 21, 2013.	0.20
08/20/2013	Park, Ji Hyun	Review ResCap filings.	0.20
08/20/2013	Tucker, James H.	Searched various online sources to locate requested journal article, for R. Facundo.	0.30
08/21/2013	Emrich, Edmund M.	E-mails with Facundo regarding matters addressed at Disclosure Statement hearing; reviewed research materials regarding default interest issue.	1.60
08/21/2013	Facundo, Richard	Discussion with E. Emrich regarding Disclosure Statement amendments.	0.20
08/21/2013	Park, Ji Hyun	Review ResCap filings.	0.20
08/22/2013	Emrich, Edmund M.	Reviewed research materials regarding default interest.	2.10
08/22/2013	Facundo, Richard	Beginning review of transcript of August 21 hearing.	0.10
08/22/2013	Park, Ji Hyun	Review docket filings.	0.20

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Account Number: 00048-00657
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DATE	TIMEKEEPER	DESCRIPTION	HOURS
08/23/2013	Emrich, Edmund M.	Reviewed & outlined research materials regarding default interest dispute; e-mails with Park regarding JSN adversary proceeding; reviewed pleadings regarding same.	2.20
08/23/2013	Facundo, Richard	Beginning review of transcript of August 21 hearing; Review of approved Disclosure Statement and concomitant order.	0.70
08/23/2013	Park, Ji Hyun	Check docket and send recent filings to E Emrich and R Facundo.	0.60
08/23/2013	Merkin, David	Research Pacer, Westlaw, Lexis, Bloomberg. Docket items from Milham SDNY Bankruptcy case 1996. For R. Facundo.	1.30
08/26/2013	Emrich, Edmund M.	Reviewed research materials regarding default interest dispute.	1.20
08/26/2013	Facundo, Richard	Review of Transcript of Disclosure Statement hearing.	0.20
08/27/2013	Emrich, Edmund M.	Reviewed & outlined research materials regarding default interest dispute.	1.20
08/29/2013	Sosnick, Fredric	Meeting with Emrich regarding Junior noteholder decision.	0.10
08/29/2013	Emrich, Edmund M.	Discussions & e-mail with Facundo regarding additional default interest research; e-mail from Park regarding Order issues in JSN adversary proceeding; reviewed same; discussed same with Sosnick & Facundo.	0.50
08/29/2013	Facundo, Richard	Research related to recovery of default interest; Review of transcript of hearing of August 28.	1.60
08/29/2013	Park, Ji Hyun	Review docket and send recent filings to E Emrich and R Facundo.	0.40
08/29/2013	Flores, Alfredo	Contacted court reporting service to request a copy of transcript of proceedings.	0.40
08/30/2013	Emrich, Edmund M.	Reviewed research materials regarding issues relating to default interest dispute; e-mails with Facundo regarding matters relating to JSN adversary proceeding.	2.00
08/30/2013	Facundo, Richard	Research related to recovery of default interest; Review of transcript of hearing of August 28.	1.40
TOTAL HOURS			80.40

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Account Number: 00048-00657
Invoice Number: 5217527

COST DETAIL

RESCAP CHAPTER 11

DATE	CODE	DESCRIPTION	AMOUNT
07/09/13	OSD	Other Outside Services - - VENDOR: ESCRIBERS, LLC Bank ID: CITBKNY4 Check Number: 778186	198.00
07/11/13	OSD	Other Outside Services - - VENDOR: BLOOMBERG FINANCE LP Bank ID: CITBKNY4 Check Number: 778629	303.76
07/24/13	OSD	Other Outside Services - - VENDOR: ESCRIBERS, LLC Bank ID: CITBKNY4 Check Number: 778849	54.00
08/07/13	OSD	Other Outside Services - - VENDOR: PACER SERVICE CENTER Bank ID: CITBKNY4 Check Number: 778822	5.00
08/07/13	OSD	Other Outside Services - - VENDOR: PACER SERVICE CENTER Bank ID: CITBKNY4 Check Number: 778822	106.00
08/09/13	OSD	Other Outside Services - - VENDOR: BLOOMBERG FINANCE LP Bank ID: CITBKNY4 Check Number: 779038	316.83
08/27/13	OSD	Other Outside Services - - VENDOR: ESCRIBERS, LLC Bank ID: CITBKNY4 Check Number: 779309	175.20

COST SUMMARY

OSD	Other Outside Services	1,158.79	
COSTS	related thereto.....		<u>\$1,158.79</u>
TOTAL		<u>\$71,210.39</u>

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Invoice Number: 5217527

SUMMARY OF TIME CHARGES

TIMEKEEPER	HOURS	RATE	AMOUNT
Roll III, William J.	0.70	1,104.00	772.80
Sosnick, Fredric	9.30	1,204.00	11,197.20
Emrich, Edmund M.	38.60	984.00	37,982.40
Facundo, Richard	20.10	659.00	13,245.90
Park, Ji Hyun	9.70	659.00	6,392.30
Flores, Alfredo	0.40	204.00	81.60
Merkin, David	1.30	239.00	310.70
Tucker, James H.	0.30	229.00	68.70
TOTALS	80.40		\$70,051.60

SHEARMAN & STERLING LLP

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fsosnick@shearman.com
212-848-8571

October 23, 2013

Via Email lnashelsky@mofo.com; tgoren@mofo.com

Larren M. Nashelsky
Morrison & Foerster, LLP
1290 Avenue of the Americas
New York, NY 10104

Todd M. Goren
Morrison & Foerster, LLP
1290 Avenue of the Americas
New York, NY 10104

In re: Residential Capital, LLC, et al., Bankr. S.D.N.Y. Case No. 12-12020 (MG)
Invoice for Citibank, N.A. Legal Expenses

Gentlemen:

Enclosed please find our statement for legal fees and expenses incurred in connection with our representation of Citibank, N.A. through September 30, 2013, with respect to the chapter 11 proceedings of Residential Capital, LLC and its affiliates. Also, we have not yet received payment on the following invoices:

Invoice # 5208826, dated 5/16/13, in the amount of \$23,456.03
Invoice # 5210641, dated 6/10/13, in the amount of \$10,652.06
Invoice # 5213081, dated 7/12/13, in the amount of \$17,388.76
Invoice # 5217527, dated 9/16/13, in the amount of \$71,210.39

In accordance with my letter to Robert Feinstein, dated August 20, 2013, and Paragraph 11 of the Final Order (I) Authorizing Use of Cash Collateral, (II) Granting Adequate Protection and (III) Modifying the Automatic Stay in the above-referenced chapter 11 case, please arrange for the Debtors to pay these invoices or any portion of the invoices not subject to an objection by the Debtors or any of the other Fee Notice Parties (as defined in the order) on July 6, 2012, the eleventh business day following receipt of the invoice by the Fee Notice Parties. Continued failure by the estate will force us to seek redress from the Court.

ABU DHABI | BEIJING | BRUSSELS | FRANKFURT | HONG KONG | LONDON | MILAN | NEW YORK | PALO ALTO
PARIS | ROME | SAN FRANCISCO | SÃO PAULO | SHANGHAI | SINGAPORE | TOKYO | TORONTO | WASHINGTON, DC

SHEARMAN & STERLING LLP IS A LIMITED LIABILITY PARTNERSHIP ORGANIZED IN THE UNITED STATES UNDER THE LAWS OF THE STATE OF DELAWARE, WHICH LAWS LIMIT THE PERSONAL LIABILITY OF PARTNERS.

NYDOCS03/950804.2

Larren M. Nashelsky
Todd M. Goren
Page 2

October 23, 2013

Please note that, because of the unavoidable delay in the posting of some disbursements, especially those relating to third-party vendors, there may be disbursements that were incurred during this billing cycle that are not reflected in this billing statement but will appear in subsequent billing statements. Likewise, there may appear in this statement disbursements that were actually incurred in prior billing periods.

Very truly yours,



Fredric Sosnick

Attachment

cc: Fee Notice Parties:

Office of the United States Trustee

Tracy Hope Davis - tracy.davis2@usdoj.gov

Brian S. Masumoto - brian.masumoto@usdoj.gov

Linda Riffkin - linda.riffkin@usdoj.gov

Counsel to the Official Committee of Unsecured Creditors

Kramer Levin Naftalis & Frankel, LLP

Kenneth H. Eckstein - keckstein@kramerlevin.com

Thomas Moers Mayer - tmayer@kramerlevin.com

Douglas H. Mannal - dmannal@kramerlevin.com

Counsel to Barclays Bank, PLC, as DIP Lender

Skadden, Arps, Slate, Meagher & Flom LLP

Kenneth S. Ziman Ken.Ziman@skadden.com

Jonathan Hofer Jonathan.Hofer@skadden.com

Counsel to Ally Financial, Inc., as DIP Lender

Kirkland & Ellis LLP

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Richard M. Cieri - richard.cieri@kirkland.com

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October 23, 2013

Trevor Houston
Managing Director – IRM NA
Citigroup Global Markets Inc.
388 Greenwich Street
New York, NY 10013

When remitting,
please reference:

00048-00657

Invoice Number: 5220518

FOR LEGAL SERVICES RENDERED in connection with ResCap chapter 11.

FEES	\$35,288.00
COSTS related thereto.....	\$647.90
TOTAL	<u>\$35,935.90</u>

PAYMENT INSTRUCTIONS

*Please return one remittance copy with your payment to the attention of the Financial Services Department.
For wire transfer payment, please send funds to:*

CitiPrivate Bank
153 East 53rd Street
New York, NY 10022
ABA #021000089

Shearman & Sterling LLP
General 1 Account
Account #09280096
SWIFT Code CITIUS33

*Please reference the client matter and invoice numbers on the electronic fund transfer.
Time and costs, if any, recorded after date of statement will appear on a subsequent statement
Tax Identification Number 13-5514352*

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Account Number: 00048-00657
Invoice Number: 5220518

CITICORP FEES

<u>DATE</u>	<u>DESCRIPTION OF WORK DONE</u>	<u>ATTORNEY</u>	<u>RATE</u>	<u>HOURS</u>	<u>COST</u>
Period	Various	Roll III, William J.	1,104.00	3.50	3,864.00
Period	Various	Sosnick, Fredric	1,204.00	2.20	2,648.80
Period	Various	Emrich, Edmund M.	984.00	28.20	27,748.80
Period	Various	Facundo, Richard	659.00	0.80	527.20
Period	Various	Mounier, Jerome	384.00	1.30	499.20
TOTAL FEES					\$35,288.00
COSTS					<u>\$647.90</u>
(Itemized on the next page)					
TOTAL DUE					\$35,935.90

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Account Number: 00048-00657
Invoice Number: 5220518

ATTACHMENT 2
(Continued)

Pro Forma Invoice For Legal Services

Citicorp Disbursements (Itemized)

<u>TYPE</u>	<u>DESCRIPTION</u>	<u>COST</u>
Inhouse Photocopies		0.21
Other Outside Services		647.69
TOTAL COSTS		<u>\$647.90</u>
TOTAL FEES AND COSTS		<u>\$35,935.90</u>

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Account Number: 00048-00657
Invoice Number: 5220518

TIME DETAIL

DATE	TIMEKEEPER	DESCRIPTION	HOURS
09/03/2013	Emrich, Edmund M.	[REDACTED]	2.20
09/06/2013	Emrich, Edmund M.	[REDACTED]	1.00
09/09/2013	Emrich, Edmund M.	[REDACTED]	1.50
09/10/2013	Emrich, Edmund M.	[REDACTED] e-mails with E. Cornejo regarding ResCap bank accounts; [REDACTED]	1.70
09/17/2013	Emrich, Edmund M.	[REDACTED]	0.10
09/18/2013	Sosnick, Fredric	Telephone call with Emrich regarding bank accounts and next steps.	0.50
09/18/2013	Emrich, Edmund M.	Worked on matters regarding bank accounts; telephone call with Sosnick regarding same & next steps.	0.50
09/19/2013	Emrich, Edmund M.	[REDACTED]	0.50
09/19/2013	Facundo, Richard	[REDACTED]	0.30
09/20/2013	Emrich, Edmund M.	[REDACTED]	1.00
09/21/2013	Roll III, William J.	[REDACTED]	0.50
09/21/2013	Emrich, Edmund M.	[REDACTED]	0.50
09/22/2013	Roll III, William J.	[REDACTED]	0.50
09/23/2013	Sosnick, Fredric	[REDACTED]	1.30
09/23/2013	Roll III, William J.	Meeting with Sosnick and Emrich regarding [REDACTED] London accounts issues; telephone call with Sosnick regarding same; meeting with Emrich regarding same; call with Curtis-Mallet (with Emrich) regarding same.	2.00
09/23/2013	Emrich, Edmund M.	[REDACTED]	4.00
09/24/2013	Emrich, Edmund M.	[REDACTED]	3.00
09/25/2013	Sosnick, Fredric	[REDACTED]	0.40

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DATE	TIMEKEEPER	DESCRIPTION	HOURS
09/25/2013	Emrich, Edmund M.	[REDACTED]	3.10
09/25/2013	Mounier, Jerome	[REDACTED]	0.50
09/26/2013	Roll III, William J.	[REDACTED]	0.50
09/26/2013	Emrich, Edmund M.	[REDACTED]	3.00
09/26/2013	Mounier, Jerome	[REDACTED]	0.30
09/27/2013	Emrich, Edmund M.	[REDACTED]	2.60
09/27/2013	Facundo, Richard	[REDACTED]	0.20
09/27/2013	Mounier, Jerome	[REDACTED]	0.50
09/28/2013	Emrich, Edmund M.	[REDACTED]	1.50
09/28/2013	Facundo, Richard	[REDACTED]	0.20
09/30/2013	Emrich, Edmund M.	[REDACTED]	2.00
09/30/2013	Facundo, Richard	[REDACTED]	0.10

TOTAL HOURS 36.00

FEES..... \$35,288.00

COST SUMMARY

CPY Inhouse Photocopies 0.21
OSD Other Outside Services 647.69

COSTS related thereto..... \$647.90

TOTAL **\$35,935.90**

CITICORP GLOBAL FINANCE NORTH AMERICA
Page Number: 6

Account Number: 00048-00657
Invoice Number: 5220518

SUMMARY OF TIME CHARGES

TIMEKEEPER	HOURS	RATE	AMOUNT
Roll III, William J.	3.50	1,104.00	3,864.00
Sosnick, Fredric	2.20	1,204.00	2,648.80
Emrich, Edmund M.	28.20	984.00	27,748.80
Facundo, Richard	0.80	659.00	527.20
Mounier, Jerome	1.30	384.00	499.20
TOTALS	36.00		\$35,288.00